

03<sup>rd</sup> September, 2025

To  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block  
Bandra-Kurla Complex, Bandra (East)  
Mumbai – 400 051

**NSE Symbol: QPOWER**

**ISIN: INE0SII01026**

Dear Sir/ Ma'am,

**Subject: Notice of 24<sup>th</sup> Annual General Meeting of the Company**

Pursuant to the provisions of Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of the 24<sup>th</sup> Annual General Meeting of the Company for the Financial Year 2024-25, to be held on Thursday, 25<sup>th</sup> September, 2025 at 04.30 p.m. IST through Video Conferencing / Other Audio-Visual Means.

The said Notice which also forms the part of Annual Report for the financial year 2024-25 uploaded on the website of the Company at [www.qualitypower.com](http://www.qualitypower.com) and the weblink of the said notice is <https://qualitypower.com/wp-content/uploads/2025/09/AGM-Notice-FY2024-25.pdf>

We request you to take the above on record and treat the same as compliance under the applicable provisions of the SEBI Listing Regulations.

**For QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED**

**Deepak Ramchandra Suryavanshi**  
**Company Secretary and Compliance Officer**  
**ICSI Membership No.: A27641**  
**Place: Sangli**

## QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED

(Formerly - Quality Power Electrical Equipments Private Limited)  
 Regd. Office: Plot No. L - 61, M. I. D. C. Kupwad Block, Sangli, Maharashtra – 416 436  
 (P): 0233- 2645435; 2645432; (Email): [corporate@qualitypower.co.in](mailto:corporate@qualitypower.co.in)  
 CIN: L31102PN2001PLC016455

# NOTICE

**NOTICE** is hereby given that the 24<sup>th</sup> Annual General Meeting of the members of **QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED** will be held on **Thursday, 25th day of September, 2025 at 4.30 p.m.** through **Video Conferencing (VC)/OAVM** for which purpose the Registered Office of the Company situated at PLOT L - 61, M. I. D. C. Kupwad Block, Sangli, Maharashtra – 416 436 shall be deemed as the venue for the Meeting and the proceedings of AGM shall be deemed to be made thereat, to transact the following business:

### ORDINARY BUSINESS:

- To receive, consider and adopt the audited Standalone Financial Statements as at 31st March, 2025 along with the Reports of the Directors and Auditors thereon:

**“RESOLVED THAT** the audited Standalone Financial Statements viz. the Statement of Assets & Liabilities as at 31st March, 2025, the Statement of the Profit and Loss, the Cash Flow Statement for the Financial Year ended as on 31st March, 2025, along with the Reports of the Directors and Auditors thereon be and are hereby considered and adopted.”

- To receive, consider and adopt the Audited Consolidated Financial Statements as at 31st March, 2025 along with the Reports of the Auditors thereon.

**“RESOLVED THAT** the audited Consolidated Financial Statements viz. the Statement of Assets & Liabilities as at 31st March, 2025, the Statement of the Profit and Loss, the Cash Flow Statement for the Financial Year ended as on 31st March, 2025, along with the Reports of the Directors and Auditors thereon be and are hereby considered and adopted.”

- To declare a Dividend of ₹1/- (Rupee One) per equity share of face value of ₹10/- each for the financial year ended 31st March, 2025, to the Non-Promoter category shareholders, as the Promoters of the Company have waived off their right to receive the dividend.

**“RESOLVED THAT** a Dividend of ₹1/- (Rupee One) per Equity Share be and is hereby declared for payment on 2,02,04,640 Equity Shares of ₹10/- each held by those eligible shareholders under the Non-Promoter category as per the Record Date kept for this purpose.”

- To appoint a Director in place of Mrs. Chitra Pandyan (DIN: 02602659) who retires by rotation and being eligible offers herself for re-appointment.

**“RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Chitra Pandyan (DIN: 02602659), Whole-time Director, designated as Executive Director of the Company, who retires by rotation at this meeting and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the re-appointment of Mrs. Chitra Pandyan (DIN: 02602659) as a Director, shall not in any way constitute a break in her existing office as the Executive Director of the Company.”

### SPECIAL BUSINESS:

- To consider and approve the continuation of the Directorship of Mrs. Chitra Pandyan (DIN: 02602659), as Whole-time Director who will attain the age of Seventy (70) years in this financial year.

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, consent of the members of the company be and is hereby accorded for the continuation of Directorship of Mrs. Chitra Pandyan (DIN: 02602659), Whole-time Director, designated as Executive Director of the Company, who is liable to retire by rotation, on the Board of the Company notwithstanding her attaining the age of 70 years on November 12, 2025.”

- Approval for payment of remuneration to Non-Executive Directors of the Company:**

To consider and, if thought fit to pass, the following resolution as a **Special Resolution:**

**“RESOLVED THAT** pursuant clause (ii) of the second proviso to sub-section (1) of Section 197 and other applicable provisions of the Companies Act, 2013, read with schedule V and the rules made thereunder and as per the Regulation 17 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s), for the time being in force, and the articles of association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors, and subject to

the approval of any other statutory authorities, as may be required in this regard, the approval of the members of the Company, be and is hereby accorded to increase the limit of 1% , as stipulated in clause (ii)(A) of the first proviso to subsection (1) of Section 197 of the Companies Act 2013, as the remuneration payable in aggregate to the Non- Executive Director(s) of the Company in any financial year upto 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013, with liberty to the Board of Directors of the Company to appropriate the amount payable amongst the Non-Executive Directors equally or otherwise, as may be decided from time to time.

**RESOLVED FURTHER THAT** pursuant to the Regulation 17(6) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment(s), for the time being in force, the Board of Directors be and is hereby authorised to pay Mr. Rajendra Sheshadri Iyer, the Independent Non-Executive Director of the Company Rs.44 Lakhs or such other higher amount / percentage of profit within the above-mentioned 5% of the net profits of the Company, in any financial year.

**RESOLVED FURTHER THAT**, the Board of Directors and/ or the Company Secretary be and are hereby authorized to do all acts and things necessary for giving effect to this resolution.”

**7. Approval for giving Loans/Guarantees or providing securities:**

To consider and if thought fit to pass the following resolution as a **Special Resolution:**

**RESOLVED THAT** in suppression of the Special Resolution passed by the Members in its meeting held on March 23, 2024 and pursuant to the provisions of Section 186 (3) read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called **‘the Board’** which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or any other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise at par or at premium or otherwise, the securities of any other body corporate whether Indian or overseas (apart from the loan(s) / guarantee(s) / security(ies) / investments already given / made / held by the Company) shall not at any time exceed **Rs.1,000 Crore (Rupees One Thousand Crore only)** notwithstanding the same

exceeds beyond the limit prescribed under section 186 of The Companies Act, 2013.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Mr. Thalavaidurai Pandyan Chairman and Managing Director (DIN:00439782) and/or Mr. Bharanidharan Pandyan (DIN: 01298247) Joint Managing Director of the Company, be and is hereby authorized to take all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, with power to transfer, sell, settle or otherwise dispose off the same, from time to time and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution from the date of Incorporation.”

**8. To appoint Secretarial Auditors for a Term of Five Years:**

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any of the Companies Act, 2013 (the Act) and the Companies (Appointment and Remuneration of Managerial Personnel) Rule 2014 (the Rules), including any statutory modification(s) or reenactment(s) thereof for the time being in force, and pursuant to recommendation made by the Audit Committee of the Board, Mr. Abhay R. Gulavani, Practicing Company Secretary (FCS 10668; COP No. 10741), be and is hereby appointed as the Secretarial Auditor of the Company for a period of 5 (five) consecutive years from Financial Year 2025-26 to 2029-30, and the Board be and is hereby authorized to fix the remuneration as may be determined by the Audit Committee in consultation with the Secretarial Auditor, in addition to taxes and reimbursement of all out of pocket expenses as may be incurred in connection with the Secretarial Audit of the Company.

**RESOLVED FURTHER THAT** in addition to the fees, any other fees for certification and other permissible services under Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 may be paid to the Secretarial Auditors at such rate as may be agreed between the Secretarial Auditors and Management of the Company.

**RESOLVED FURTHER THAT** the Jt Managing Director or the Company Secretary of the Company be and are hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**9. To ratify the remuneration of Cost Auditors for the financial year ending March 31, 2026:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Members of the Company hereby ratify the remuneration of Rs. 1,00,000/- (Rupees One Lakh Only) plus applicable taxes and out of pocket expenses at actuals, if any, payable to Mr. Rupesh Sunil Kale, Practicing Cost Accountant, (M. No. 51450; Firm Reg. No 005473) who have been appointed by the Board of Directors on the recommendation of the Audit Committee, as ‘Cost Auditor’ of the Company to conduct the Audit of the Cost Records maintained by the Company as prescribed under the Companies (Cost Record and Audit) Rules, 2014, as amended, for the Financial Year ending 31 March, 2026.”

By Order of the Board of Directors

**For QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED**

**Registered Office:**

Plot No L-61, M.I.D.C. Kupwad Block,  
Sangli, Maharashtra 416 436  
CIN: L31102PN2001PLC016455  
Website: [www.qualitypower.com](http://www.qualitypower.com)

**Deepak Ramchandra Suryavanshi**  
Company Secretary & Compliance Officer  
ACS: 27641

Date: 07<sup>th</sup> August, 2025

Place: Sangli

**NOTES: -**

1. Circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 and SEBI/HO/CFD/PoD-2/P/CIR/2024/133 dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023, October 7, 2023 and October 3, 2024 respectively issued by the Securities and Exchange Board of India (“SEBI Circulars”) have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA Circulars and SEBI Circulars and the applicable provisions of Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 24<sup>th</sup> AGM of the Company is being convened and conducted through VC.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021 and September 25, 2023 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with MUFG Intime India Private Limited for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by MUFG Intime India Private Limited.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. As per the provisions under the MCA Circulars, Members attending the 24<sup>th</sup> AGM through VC shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Company has provided the facility to Members to exercise their right to vote by electronic means both through remote e-voting and e-voting during the AGM. The process and instructions for remote e-voting are provided in the subsequent pages. Such remote e-voting facility is in addition to voting that will take place at the 24<sup>th</sup> AGM being held through VC.
6. Members joining the meeting through VC, who have not already cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e-voting at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.

7. The Board of Directors has appointed M/s. Abhay R. Gulavani, Practicing Company Secretary, Sangli, (CP 10741), as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
8. The Results shall be declared within two working days of conclusion of the Annual General Meeting. The results declared along with the Scrutiniser's Report shall be placed on the Company's website [www.qualitypower.com](http://www.qualitypower.com) and on the website of MUFG Intime India Private Limited (Formerly Link Intime India Pvt. Ltd.) (MIPL) <https://instavote.linkintime.co.in>. The same shall also be communicated to BSE and National Stock Exchange of India Limited, where the shares of the Company are listed.
9. As per the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf. Since the 24<sup>th</sup> AGM is being held through VC as per the MCA Circulars, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be made available for the 24<sup>th</sup> AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
10. Institutional/Corporate members (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG format) of its Board Resolution or Governing Body Resolution/ Authorisation etc., authorising its representative to attend the AGM through VC/OAVM or to vote through remote E-voting. The said Resolution/ Authorization shall be sent to the Company at [cs@qualitypower.co.in](mailto:cs@qualitypower.co.in) and RTA at [arati.bhoga@in.mpms.mufg.com](mailto:arati.bhoga@in.mpms.mufg.com)
11. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
12. The Register of Members and Share Transfer books will remain closed from 19<sup>th</sup> September, 2025 to 25<sup>th</sup> September, 2025 (both days inclusive). The Record Date i.e. 18<sup>th</sup> September 2025, has been fixed for determining the eligible shareholders for payment of Dividend for the Financial Year 2024-25.
13. In line with the MCA and SEBI Circulars, the notice of the 24<sup>th</sup> AGM along with the Annual Report 2024-25 are being sent only by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. Members may please note that this Notice and Annual Report 2024-25 will also be available on the Company's website at [www.qualitypower.com](http://www.qualitypower.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com/](http://www.nseindia.com/) and on the website of RTA at [www.instavote.linkintime.co.in](https://www.instavote.linkintime.co.in).
14. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) by writing to the Company's Registrar and Share Transfer Agent, MUFG Intime India Pvt. Ltd. The following documents will be available for inspection by the Members electronically during the 24<sup>th</sup> AGM.
  - a) Register of Directors and Key Managerial Personnel and their shareholding, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under the Companies Act, 2013.
  - b) All such documents referred to in the accompanying Notice and the Explanatory Statement.

Members seeking to inspect such documents can send an email to [cs@qualitypower.co.in](mailto:cs@qualitypower.co.in)
15. Details of the Directors seeking appointment/ re-appointment at the 24<sup>th</sup> AGM are provided in Annexure A of this Notice. The Company has received the requisite consents/declarations for the appointment/ re-appointment under the Companies Act, 2013 and the rules made thereunder.
16. Members who hold shares in dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant(s) and not to the Company. Members are also requested to give the MICR Code of their bank to their Depository Participant(s). The Company will not entertain any direct request from such Members for change of address, transposition of names, deletion of name of deceased joint holder and change in the bank account details. While making payment of Dividend, the Registrar and Share Transfer Agent is obliged to use only the data provided by the Depositories, in case of such dematerialized shares.
17. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant(s), as the case may be:
  - a) the change in the residential status on return to India for permanent settlement, and
  - b) the particulars of the NRE account with a Bank in India, if not furnished earlier
18. Members who wish to claim Dividends, which remain unclaimed, are requested to either correspond with the Company Secretary & Compliance Officer at the Company's registered office or the Company's Registrar and Share Transfer Agent (MUFG Intime India Private Limited) for revalidation and encashment

before the due dates. The details of such unclaimed dividends are available on the Company's website at [www.qualitypower.com](http://www.qualitypower.com). Members are requested to note that the dividend remaining unclaimed for a continuous period of seven years from the date of transfer to the Company's Unpaid Dividend Account shall be transferred to the Investor Education and Protection Fund (IEPF). In addition, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more shall be transferred by the Company to demat account of the IEPF Authority within a period of thirty days of such shares becoming due to be transferred to the IEPF. In the event of transfer of shares and the unclaimed dividends to IEPF, Members are entitled to claim the same from the IEPF authority by submitting an online application in the prescribed Form IEPF-5 available on the website <http://www.iepf.gov.in/> and sending a physical copy of the same duly signed to the Company along with the requisite documents enumerated in Form IEPF-5. Members can file only one consolidated claim in a financial year as per the IEPF Rules. **There are no Dividends which are unclaimed or unpaid so far by the Company.**

19. In case of any queries regarding the Annual Report, the Members may write to [cs@qualitypower.co.in](mailto:cs@qualitypower.co.in) to receive an email response.
20. As the 24<sup>th</sup> AGM is being held through VC, the route map is not annexed to this Notice.
21. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
22. If the dividend, as recommended by the Board of Directors, is declared at the 24<sup>th</sup> Annual General Meeting, payment of such dividend will be paid/credited on or before 24<sup>th</sup> October, 2025, within 30 days from the date of declaration to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Thursday, 18<sup>th</sup> September, 2025.
23. **TDS on Dividend:** In accordance with the provisions of the Income Tax Act, 1961 ('the Act'), dividend paid on or after 01 April 2020, is taxable in the hands of Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at the applicable rates.

TDS rates that are applicable to Members depend upon their residential status and classification as per the provisions of the Act. The Company will therefore deduct tax at source at the time of payment of dividend,

at rates based on the category of Members and subject to fulfillment of conditions.

## 24. THE INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

### Individual Shareholders holding securities in demat mode with NSDL

#### METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

##### Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

##### Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/ Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with CDSL**

**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

**Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

**Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will

be redirected to InstaVote website for casting the vote during the remote e-voting period.

**METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

**Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details:

**A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

**B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

\*Shareholders holding shares in NSDL form, shall provide 'D' above

\*\*Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

- Set the password of your choice  
(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).
- Enter Image Verification (CAPTCHA) Code
- Click "Submit" (You have now registered on InstaVote).

**Shareholders who have registered for INSTAVOTE facility:**

- c) Click on "Login" under 'SHARE HOLDER' tab.
  - A. User ID: Enter your User ID
  - B. Password: Enter your Password
  - C. Enter Image Verification (CAPTCHA) Code
  - D. Click "Submit"
- d) Cast your vote electronically:
  - A. After successful login, you will be able to see the "Notification for e-voting".
  - B. Select 'View' icon.
  - C. E-voting page will appear.
  - D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).

- E. After selecting the desired option i.e. Favour / Against, click on 'Submit'.

A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

**Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")**

**STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "Sign Up" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

**STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
  - A. 'Investor ID' –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - B. 'Investor's Name - Enter Investor's Name as updated with DP.
  - C. 'Investor PAN' - Enter your 10-digit PAN.
  - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

**STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.

**METHOD 1 - VOTES ENTRY**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Votes Entry” tab under the Menu section.
- c) Enter the “Event No.” for which you want to cast vote.  
  
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “16-digit Demat Account No.” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- f) After selecting the desired option i.e. Favour / Against, click on ‘Submit’.

A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

**METHOD 2 - VOTES UPLOAD**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “View” icon for “Company’s Name/Event number”.
- d) E-voting page will appear.
- e) Download sample vote file from “Download Sample Vote File” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “Upload Vote File” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

**Helpdesk:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

**Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Forgot Password:**

**Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:**

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his/her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

**User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

#### **Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

#### **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before 30 September 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

#### **Login method for shareholders to attend the General Meeting through InstaMeet:**

- Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- Select the “Company” and ‘Event Date’ and register with your following details:

#### **E. Demat Account No. or Folio No:**

Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.

Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – shall provide Folio Number.

#### **F. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### **G. Mobile No:** Enter your Mobile No.

#### **H. Email ID:** Enter your email Id as recorded with your DP/ Company.

- Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

#### **Instructions for shareholders to Speak during the General Meeting through InstaMeet:**

- Shareholders who would like to speak during the meeting must register their request Five (5) days in advance with the company on [cs@qualitypower.co.in](mailto:cs@qualitypower.co.in).
- Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

### Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No./Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.
- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

### Note:

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

### Helpdesk:

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 - 4918 6000 / 4918 6175.

## ANNEXURE TO NOTICE

## Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

As required under section 102 of the Companies Act, 2013 the following statement sets out all material facts relating to the Special Business mentioned in the accompanying AGM Notice.

### Item No 5

#### **Continuation of the Directorship of Mrs. Chitra Pandyan (DIN: 02602659), as Whole-time Director who will attain the age of Seventy (70) years in this financial year:**

Pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Chitra Pandyan (DIN: 02602659), Whole-time Director, designated as Executive Director of the Company, retires by rotation at this meeting.

Considering her valuable contributions towards the business growth, since the incorporation of the Company, the Board of Directors have recommended her re-appointment as a Director liable to retire by rotation. The re-appointment of Mrs. Chitra Pandyan as a Director, shall not in any way constitute a break in her existing office as the Executive Director of the Company. The resolution is proposed to be passed as a Special Resolution, considering continuation of her Directorship after attaining the age of 70 years on November 12, 2025.

The detail of the ensuing re-appointment of Mrs. Chitra Pandyan, is provided in accordance with the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard - 2 (SS-2) of the Institute of the Company Secretaries of India, as an annexure and forms part of this Notice and the Explanatory Statement.

None of the Directors, Key Managerial Personnel and the Relatives, except the Mrs. Chitra Pandyan (appointee), her spouse Mr. Thalavidurai Pandyan, Chairman & Managing Director, and her son Mr. Bharanidharan Pandyan, (Jt. Managing Director), Daughter-in-law Mrs. Nivetha Bharanidharan (GM Power Commodities Division), may be deemed to be concerned or interested directly or indirectly, financially or otherwise in the proposed resolution.

The Board of Directors of your Company accordingly recommends the resolution as set out in Item no.5 of the accompanying notice for the approval of the members as a Special resolution.

### Item No.6:

#### **Approval for Payment of Remuneration to Non-executive Directors:**

Considering the expanded activities of the Company and the valuable contributions of the Independent Directors of the Company, the Board of Directors has proposed to compensate the Non-Executive Independent Directors of the Company in proportion to their contributions to the business of the Company.

In terms of the second proviso to sub-section (1) of Section 197 of the Companies Act, 2013, read with schedule V and the rules made thereunder, except with the approval of the Members of the Company in General Meeting, the remuneration payable to Directors who are neither Managing Directors nor whole-time Directors shall not exceed (A) one percent of the net profits of the Company, if there is a Managing or whole-time Director or Manager; (B) three percent of the net profits in any other case. Considering the contributions by the Independent Directors to the business of the Company, the Board has proposed to compensate the Independent Directors adequately upto an aggregate of 5% of the net profit of the Company in every Financial Year, to be appropriated equally or otherwise.

The Board of Directors of the Company has proposed, subject to the approval of the members of the Company pursuant to the Regulation 17(6)(c)(ca) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, to pay Mr. Rajendra Iyer, the Independent Non-Executive Director of the Company Rs. 44 Lakhs or such other higher amount / percentage of profit within the above-mentioned 5% of the net profits of the Company, in any financial year. In terms of the Regulation 17(6)(c)(ca) of the SEBI (LODR) Regulations, the approval of shareholders by special resolution shall be obtained every year, in which the annual remuneration payable to a single non-executive director exceeds fifty per cent of the total annual remuneration payable to all non-executive directors, giving details of the remuneration thereof.

The Board of Directors recommends the resolution to be passed as a Special Resolution as per the provisions of Section 197 of the Companies Act, 2013 ("the Act"), read with Schedule V thereof and the Rules made thereunder, and Regulation 17(6)(c)(ca) of the SEBI LODR for payment of commission / remuneration to the Non-Executive Directors of the Company,

- a) in excess of the limit of 1%, as stipulated in clause (ii) (A) of the first proviso to subsection (1) of section 197 of

the Companies Act 2013, payable to Non- Executive Directors of the Company in any financial year to 5% of the net profits of the Company, computed in the manner laid down in Section 198 of the Companies Act, 2013;

- b) with liberty to the Board of Directors of the Company to appropriate the amount payable amongst the Non-Executive Directors equally or otherwise, as may be decided from time to time; and
- c) to pay Mr. Rajendra Sheshadri Iyer, the Independent Non-Executive Director of the Company Rs. 44 Lakhs or such other higher amount / percentage of profit within the above-mentioned 5% of the net profits of the Company, in any financial year, payable to a single non-executive director exceeding fifty per cent of the total annual remuneration payable to all non-executive directors, viz.

Name of Non-Executive Independent Director	Amount in Rs.
Mr. Rajendra Sheshadri Iyer	44,00,000/-
Mr. Shailesh Kumar Mishra	24,00,000/-
Mr. Sadayandi Ramesh	As may be decided by Board/ Committee
Mrs. Pournima Suresh Kulkarni	As may be decided by Board/ Committee

Except Mr. Rajendra Sheshadri Iyer, Mr. Shailesh Kumar Mishra, Mr. Sadayandi Ramesh, and Mrs. Pournima Suresh Kulkarni, the Non-Executive Independent Directors of the Company, none of the Directors, Key Managerial Personnel or their relatives are concerned or interested, except to the extent of their shareholding, in the proposed for approval of members of the Company, as set out at Item No. 6 of the Notice.

**Item No.7:**

**Approval for giving Loans/Guarantees or providing securities:**

As per the corresponding provisions of section 186 (3) read with the Rules framed there under and other applicable provisions, if any, of the Companies Act, 2013, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, give any loan to any person or other body corporate, give any guarantee or provide any security in connection with a loan to any other body corporate or person and acquire by way of subscription, purchase or otherwise the securities of any other body corporate exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

In order to support its business activities, the Company may be required to give loans / any other form of debt to any person or other body corporate and / or give guarantee to the Banks and financial institutes for purchase of machinery, equipments, and others / or provide security in connection with a loan / any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate including the group companies and sister concerns as well as related parties, in excess of the limits prescribed under the Companies Act, 2013 and rules made there under.

After implementation of the Companies Act, 2013, it is necessary to obtain approval of the shareholders under the new Act, 2013, by means of a Special Resolution, authorizing the Board to exercise aforesaid powers, up to maximum amount of Rs. 1,000 Crore (Rupees One Thousand Crore only) outstanding at any point of time notwithstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees/ securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013 viz. over and above the limit of sixty per cent of the paid-up share capital, free reserves and securities premium account of the Company or one hundred per cent of free reserves and securities premium account of the Company, whichever is more.

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No. 7 of the accompanying Notice for the approval of members of the Company as a Special Resolution.

None of the directors or managers or key managerial personnel of the Company or their respective relatives are interested in these resolutions.

**Item No. 8:**

**To appoint Secretarial Auditor for a Term of Five Years:**

The Board of Directors of the Company on the recommendation of Audit Committee, recommended appointment of CS Abhay R. Gulavani, a peer reviewed Practising Company Secretary (FCS 10668; COP No. 10741), Sangli, as Secretarial Auditor of the Company for the term of 5 (five) consecutive years from 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030, subject to the approval of the members of the Company at this Annual General Meeting.

CS Abhay R. Gulavani, Secretarial Auditors have vast expertise in Companies Act matters, Listing Compliances, ROC and Banking matters, etc. Before recommending his appointment, the Audit Committee considered various parameters like capability to serve a diverse and audit, market standing of the firm, clientele served, technical knowledge etc., and found CS Abhay R. Gulavani, to be best suited to handle the Secretarial Audit of the Company.

CS Abhay R. Gulavani, Practicing Company Secretary, (FCS 10668; COP No. 10741) being eligible, has indicated his willingness to serve as Secretarial Auditors of the Company for term 5 (five) consecutive years. Their appointment as Secretarial Auditors, if approved, by the members of the Company, will take effect from the 1<sup>st</sup> April, 2025 to 31<sup>st</sup> March, 2030.

Further, CS Abhay R. Gulavani, Practicing Company Secretary, (FCS 10668; COP No. 10741) have confirmed that their appointment, if made at this Annual General Meeting, shall be in accordance with the provisions of the SEBI Listing Regulations, Companies Act and Company Secretaries Act, 1980 and the rules and regulations made there under.

In addition to the fees, any other fees for certification and other permissible services under Regulation 24A(1)(b) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 the Secretarial Auditors may be paid at such rate as may be agreed between the Secretarial Auditors and Management of the Company.

None of the Promoters /Directors / Key Managerial Personnel of the Company / their respective relatives, are, in anyway, concerned or interested, financially or otherwise, in the ordinary resolution set out at Item no. 8 of the Notice

### Item No. 9

#### To ratify the remuneration of Cost Auditors for the financial year ending 31st March 2026:

The Audit Committee & the Board of Directors in their meeting, have approved the appointment of CMA, Mr. Rupesh Sunil Kale, Practicing Cost Accountant, (M. No. 51450; Firm Reg. No 005473), for the Financial Year 2025-26 at a remuneration of Rs 1,00,000/- (Rupees One Lakh only) plus reimbursement of out of pocket expenses plus Taxes as applicable, subject to the ratification by the shareholders in the ensuing annual general meeting. Accordingly, the ratification of the remuneration is proposed for your approval.

The Board of Directors of your Company accordingly recommends the Resolution as set out in Item No.9 of the accompanying Notice for the approval of members of the Company as a Ordinary Resolution.

None of the Promoters /Directors / Key Managerial Personnel of the Company / their respective relatives, are, in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

By Order of the Board of Directors

**For QUALITY POWER ELECTRICAL EQUIPMENTS LIMITED**

**Deepak Ramchandra Suryavanshi**

Company Secretary & Compliance Officer

ACS: 27641

#### Registered Office:

Plot No L-61, M.I.D.C. Kupwad Block,

Sangli, Maharashtra 416 436

CIN: L31102PN2001PLC016455

Website: [www.qualitypower.com](http://www.qualitypower.com)

Date: 07<sup>th</sup> August, 2025

Place: Sangli

## Details under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in terms of Secretarial Standard 2, in respect of the Director seeking re-appointment

Name of Director & DIN	<b>Mrs. Chitra Pandyan</b> DIN: 02602659
Nature of Employment:	Whole Time Director
Date of Birth (Age in years)	12-11-1955 (69 Years)
Date of Appointment	20.09.2001
Qualifications	Matriculation
Expertise in specific functional areas	Administrative Management since the incorporation of the Company.
Fulfilment of Skill and Capabilities for Role (for Independent Directors )	Not Applicable
Terms and conditions of appointment / re-appointment	Appointment of Whole Time Director for a period of 3 years w.e.f. 01 <sup>st</sup> March, 2024.
Details of remuneration	Rs 49,50,000/- per annum
Details of shareholding in the Company	500 Equity Shares of Rs 10/- each
Relationship with other Directors/Key Managerial Personnel (if any)	Spouse of Mr Thalavaidurai Pandyan, Chairman & Managing Director. Mother of Mr Bharanidharan Pandyan, Joint Managing Director of the Company.
Number of Board meetings attended during the year	7 (Seven)
Listed entities from which Director resigned in the past three years	Nil
Directorships in other Listed companies (excluding foreign companies)	Nil
Memberships of Committees in other Listed companies (excluding foreign companies)	Nil